

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF MASSACHUSETTS**

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ROBERT EMMA, Custodian, IRA, DTD  
7/10/97,

Plaintiff,

vs.

RS INVESTMENT MANAGEMENT, L.P.;  
PFPC DISTRIBUTORS, INC.; G. RANDALL  
HECHT; LEONARD B. AUERBACH;  
JEROME S. CONTRO; JOHN W. GLYNN,  
JR.; and MICHAEL McCaffery,

Defendants, and

RS EMERGING GROWTH FUND

Nominal Defendant.

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Case No. 04-cv-12106-NMG

Judge Nathaniel M. Gorton

**DECLARATION OF ROBERT G. JONES**

I, Robert G. Jones, declare and say as follows:

1. I am a partner in the law firm of Ropes & Gray LLP, which represents defendants RS Investment Management, L.P., PFPC Distributors, Inc., G. Randall Hecht, Leonard B. Auerbach, Jerome S. Contro, John W. Glynn, Jr. and Michael McCaffery. I submit this declaration in support of PFPC Distributor, Inc.'s Memorandum of Law to Dismiss the Plaintiff's Derivative Complaint.

2. Attached hereto as Exhibit A is a true and accurate copy of the Distribution Agreement between RS Investment Trust and PFPC Distributors, Inc.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

/s/ Robert G. Jones

Robert G. Jones